

L9900000098

R. LAKEN MITCHELL, P.C.
ATTORNEY AT LAW
105 SOUTH DIXIE AVENUE
COOKEVILLE, TN 38501
931-528-7449
FAX: 931-528-3364

*Licensed in Tennessee and Kentucky

December 22, 1998

Florida Department of State
Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 31 AM 10:19

Re: LLC Articles of Organization

Dear Sir or Madam:

Enclosed please find the following documents, submitted for filing and registration of Vector Horizontal Resources 1999-1 LLC:

- (1) Articles of Organization, including affidavit of membership and contribution;
- (2) Certificate of Designation of Registered Agent/Registered Office;
- (3) A check in the amount of \$285 made payable to the "Florida Department of State;"
- (4) The name, address, and daytime telephone number of the person on whom behalf these documents are being submitted are as follows:

James W. McCabe
800 Seagate Drive
Suite 203
Naples, FL 33940
(941) 403-1645

200002728102--9
-12/31/98--01060--009
****285.00 ****285.00

If any additional information is needed, please advise.


Sincerely,



R. Laken Mitchell

RLM/jrb

encl.

Name Availability	
Document Examiner	
Updater	
Verifier	
Acknowledgement	
W. P. Verifier	

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Vector Horizontal Resources 1999-1 LLC.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

800 Seagate Drive
Suite 203
Naples, FL 33940

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

From December 24, 1998 to
December 31, 2030

ARTICLE IV - Management:

(Check the appropriate box and complete the statement)

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

Vector Horizontal Resources L.C.
800 Seagate Drive
Suite 203
Naples, FL 33940

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

Additional members shall be admitted only upon approval of the manager and only in compliance with the terms of the operating agreement of the Company.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 31 AM 10:19

ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

Such rights will be in accordance with the terms and conditions of the operating agreement of the Company, and to the extent not addressed in the operating agreement will be consistent with Chapter 608, Florida Statutes.

ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of _____
Vector Horizontal Resources 1999-1 LLC certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 1,000 ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ ±0 ;
(A description of the property is attached and made a part hereto.); and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 3,000,000 .

Vector Horizontal Resources L.C.

By: *James W. McCabe*, President
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

James W. McCabe, President, Vector Horizontal Resources L.C.
Typed or printed name of signee

Filing Fee: \$250.00 for Articles and Affidavit

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: _____

Vector Horizontal Resources 1999-1 LLC

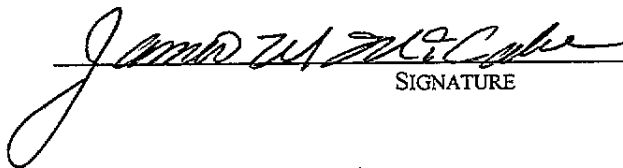
2. The name and the Florida street address of the registered agent are:

James W. McCabe _____
NAME

800 Seagate Drive, Suite 203 _____
Florida street address (P. O. Box NOT ACCEPTABLE)

Naples, FL 33940 _____
CITY, STATE AND ZIP

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



SIGNATURE

Filing Fee: \$ 35 for Designation of Registered Agent